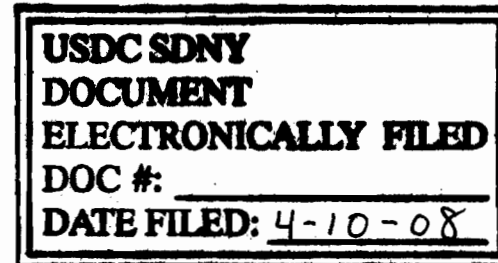


UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE MERRILL LYNCH & CO., INC.
SECURITIES, DERIVATIVE AND
ERISA LITIGATION

This Document Relates To:
All Actions

Master File No.:
07cv9633 (LBS)(AJP)(DFE)



**~~PROPOSED~~ ORDER MODIFYING SCHEDULING OF THE FILING OF
CONSOLIDATED AMENDED COMPLAINTS AND RESPONSES THERETO**

WHEREAS, on March 12, 2008, the Court issued an Order scheduling the filing of Consolidated Amended Complaints and responses thereto in the Securities Action, Derivative Action and ERISA Action;

WHEREAS, the Court's March 12, 2008 Order sets forth the schedule for the filing of the Consolidated Amended Complaints and responses thereto as follows:

(i) Lead Plaintiff in the Securities Action, Plaintiffs' Executive Committee in the Derivative Action and Interim Co-Lead Counsel in the ERISA Action are each to file a Consolidated Amended Complaint by April 21, 2008;

(ii) Defendants are to answer, move or otherwise respond to the Consolidated Amended Complaints by June 20, 2008;

(iii) Lead Plaintiff in the Securities Action, Plaintiffs' Executive Committee in the Derivative Action and Interim Co-Lead Counsel in the ERISA Action are each to file any opposition to a motion to dismiss by July 21, 2008;

(iv) Defendants are to file any reply papers in support of their motion(s) to dismiss the Consolidated Amended Complaints by August 19, 2008;

WHEREAS, Lead Plaintiff in the Securities Action, Plaintiffs' Executive Committee in the Derivative Action and Interim Co-Lead Counsel in the ERISA Action hereby request an extension of thirty (30) days to file the Consolidated Amended Complaints in each of the respective actions;

WHEREAS, this is the first request made by Lead Plaintiff in the Securities Action, Plaintiffs' Executive Committee in the Derivative Action and Interim Co-Lead Counsel in the ERISA Action, to extend the time to file the Consolidated Amended Complaints;

WHEREAS, the request for an extension of time to file the Consolidated Amended Complaints will affect the other dates currently scheduled to respond to these complaints;

WHEREAS, defendant Merrill Lynch & Co., Inc. takes no position with respect to the request for an extension of time to file the Consolidated Amended Complaints.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

1. Lead Plaintiff in the Securities Action, Plaintiffs' Executive Committee in the Derivative Action and Interim Co-Lead Counsel in the ERISA Action shall each file a separate Consolidated Amended Complaint no later than May 21, 2008.

2. Defendants in each of the Securities Action, 07cv9633 (LBS)(AJP)(DFE), Derivative Action, 07cv9696 (LBS)(AJP)(DFE) and/or ERISA Action, 07cv10268(LBS)(AJP)(DFE), shall have to and including July 21, 2008 to answer, move or otherwise respond to each of the Consolidated Amended Complaints.

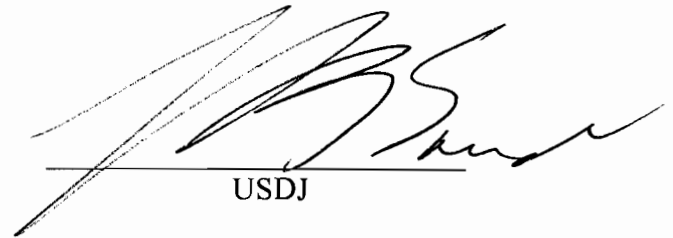
3. In the event that defendants file motions to dismiss the Consolidated Amended Complaint in one or more of the Securities Action, 07cv9633

(LBS)(AJP)(DFE), Derivative Action, 07cv9696 (LBS)(AJP)(DFE) and/or ERISA Action, 07cv10268(LBS)(AJP)(DFE), Lead Plaintiff in the Securities Action, Plaintiffs' Executive Committee in the Derivative Action and Interim Co-Lead Counsel in the ERISA Action, as applicable, shall serve any opposition to such motions no later than August 20, 2008.

4. Defendants shall serve any reply papers in further support of any such motions to dismiss no later than September 18, 2008.

SO ORDERED.

DATED: New York, New York
April 9, 2008



USDJ